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SUNSTATE PROFESSIONAL ACCOUNTING SERVICE

Date: 7/22/02

Secretary Of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32301

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-07/26/02--01017--033
****122.50 *****78.75

Gentlemen:

The attached Articles of Incorporation should be processed and returned to:

Sunstate Accounting
PO Box 1191
Oldsmar, FL 34677
(813) 855-9546

Our check for processing fees is enclosed in the amount of

122.50

Regards,

Jerry Wicky
Sunstate Accounting & Management
855-9546
JW/bw

FILED
02 JUL 26 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bm 7/29

ARTICLES OF INCORPORATION
OF

QUADRASPHERE, INC.

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is: Quadrasphere Inc.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the laws of the STATE OF FLORIDA.

ARTICLE FOUR
CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is 100 all of which shall be common shares with a par value of \$1.00

ARTICLE FIVE
REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be:

2953 Shore Drive #A
Safety Harbor, FL 34695

The name of the initial registered agent at such address is:


Craig Richardson

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TALLAHASSEE, FLORIDA

ARTICLE SIX
REGISTERED AGENT ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Craig Richardson

ARTICLE SEVEN
PRINCIPAL OFFICE

The principal office of the corporation shall be:

2953 Shore Drive #A
Safety Harbor, FL 34695

ARTICLE EIGHT
PRE-EMPTIVE RIGHTS

The shareholders shall have pre-emptive rights.

ARTICLE NINE
DIRECTORS

The board of directors of the corporation shall consist of at least one member.
The name and address of the initial director of the board is:

NAME: Craig Richardson

ADDRESS: 2953 Shore Drive #A
Safety Harbor, FL 34695

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TALLAHASSEE, FLORIDA

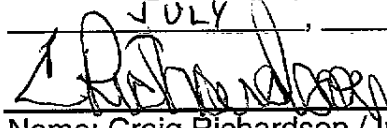
ARTICLE TEN
INCORPORATOR

The name and address of the incorporator is:

NAME: Craig Richardson

ADDRESS: 2953 Shore Drive #A
Safety Harbor, FL 34695

In witness whereof, I have subscribed my name this 22nd day of
JULY, 2002.



Name: Craig Richardson / Incorporator

STATE OF FLORIDA :
: SS
COUNTY OF PINELLAS :

On this 22nd day of JULY, 2002, before me, an officer
duly authorized in the State and County aforesaid to take acknowledgments,
personally appeared :

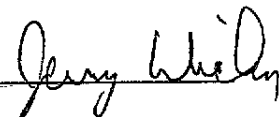
Craig Richardson

known by me personally or furnishing the following identification:

DIA, to be the person whose name is
subscribed, to the within instrument and acknowledged that they executed the
same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand official seal.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



MY COMMISSION EXPIRES:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL 26 AM 9:31

FILED